

6 November 2015



ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Stonehenge Metals Limited (**Stonehenge**, or the **Company**) refers to the notice of annual general meeting released on 30 October 2015 (**Notice**). The Company has become aware that the Notice contained two typographical errors, in relation to the issue price contained in Resolution 3 and the number of shares in Resolution 6.

On the basis that the minor typographical errors are corrected by this Addendum, the Board considers that:

- (a) the resulting amendments to the Notice (outlined below) are not of a material nature; and
- (b) no replacement Notice will be lodged or sent to Shareholders.

However, a replacement Proxy Form is required, and is attached below.

Resolutions 3 and 6, after correction of the typographical errors, are detailed below:

Resolution 3 – Change to Nature and Scale of Activities

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional upon the passing of Resolutions 2, 5 and 7, for the purposes of ASX Listing Rule 11.1.2 and for all other purposes, approval is given for the Company:

- (a) *to make a significant change to the nature and scale of its activities set out in the Explanatory Statement; and*
- (b) *to issue Shares upon re-compliance with the ASX Listing Rules at an issue price of \$0.025 per Share.”*

Resolution 6 – Participation of Directors in Proposed Re-compliance Capital Raising

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional upon the passing of Resolutions 2, 3 and 5, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the following Directors of the Company to participate and subscribe for up to 8,000,000 Shares with up to 8,000,000 attaching Public Offer Options (in aggregate) in the Capital Raising the subject of Resolution 5 on the terms and conditions set out in the Explanatory Statement, comprising of:

- (a) Up to 2,000,000 Shares and up to 2,000,000 attaching Public Offer Options to Mr Bruce Lane;*
- (b) Up to 2,000,000 Shares and up to 2,000,000 attaching Public Offer Options to Mr Young Yu;*
- (c) Up to 2,000,000 Shares and up to 2,000,000 attaching Public Offer Options to Mr Brendan Hammond; and*
- (d) Up to 2,000,000 Shares and up to 2,000,000 attaching Public Offer Options to Mr Bevan Tarratt*

or their respective nominee/s, on the terms and conditions set out in Resolution 5 and the Explanatory Statement.”

IMPORTANT NOTICE – REPLACEMENT PROXY FORM

To vote on the Resolutions by proxy, please complete and return the attached REPLACEMENT PROXY FORM attached to this Addendum.

Proxy Forms attached to the original Notice will not be accepted.

Attached to this Addendum is a replacement proxy form. To ensure clarity of voting instructions by Shareholders on the Resolutions, any proxy forms previously completed and sent to the Company **will not** be accepted by the Company (whether duly completed or not) and will not be counted in relation to the Resolutions to be heard at the Meeting.

If you have any queries, please contact the Company by telephone on +61 8 9481 2276.

Dated 6 November 2015

BY ORDER OF THE BOARD

Matthew Foy
Company Secretary



Stonehenge

METALS LTD
ACN 119 267 391

LODGE YOUR VOTE



BY MAIL

Stonehenge Metals Limited
PO Box 7653 Cloisters Square
Perth WA 6850



BY FAX

+61 8 9486 4799



BY HAND

Stonehenge Metals Limited
Level 2, Office J
1139 Hay Street
West Perth WA 6005

REPLACEMENT PROXY FORM

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (WST) on Saturday, 28 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

REPLACEMENT PROXY FORM

PROXY FORM

I/We being a member(s) of Stonehenge Metals Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (WST) on Monday, 30 November 2015 at Level 3, 89 St Georges Terrace, Perth WA 6000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 10–13, and 15–20: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 10–13, and 15–20, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions	For	Against	Abstain*	For	Against	Abstain*	
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Grant of Incentive Options and Performance Rights to Director – Mr Bruce Lane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Acquisition of Protean Energy Australia Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Grant of Incentive Options and Performance Rights to Executive – Mr Sean Moore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Change to Nature and Scale of Activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 Issue of Class D Options as a Rem Bonus to Previous Director – Mr Richard Henning	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 Grant of Incentive Options as a Rem Bonus to Director – Mr Young Yu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-Compliance Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20 Grant of Incentive Options as a Rem Bonus to Director – Mr Bevan Tarratt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Participation of Directors In Proposed Re-Compliance Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21 Ratification of Prior Issue of Securities to CPS Capital Group Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Change of Name to Protean Wave Energy Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22 Approval of Issue of Shares and Attaching Options to Facility Providers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Appointment of Director – Mr Brendan Hammond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23 Approval of Issue of BT Shares and Attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Re-election of Director – Mr Bevan Tarratt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	24 Approval to Issue Placement Bonus Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Adoption of Incentive Options Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	25 Approval to Issue Securities – Maldives Consideration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Grant of Incentive Options to Director Under Incentive Options Plan – Mr Brendon Hammond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	26 Approval to Cancel Class A Options for Consideration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Grant of Incentive Options to Director Under Incentive Options Plan – Mr Young Yu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	27 Approval to Issue Securities – Class A Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Grant of Incentive Options to Director Under Incentive Options Plan – Mr Bevan Tarratt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	28 Approval to Cancel Class B Options for Consideration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Approval of 10% Placement Capacity – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	29 Approval to Issue Securities – Class B Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Issue of Class C Options to Director – Mr Brendan Hammond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	30 Approval to Issue Securities – Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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